

NMI Holdings, Inc.
Form 8-K
May 15, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 10, 2018

NMI Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)
Delaware 001-36174 45-4914248
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

2100 Powell Street, 12th Floor, Emeryville, CA.
(Address of Principal Executive Offices)
94608
(Zip Code)
(855) 530-6642
(Registrant's Telephone Number, Including Area Code)
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | | | | | |
|-------------------------|-----------------------|-------------------|----------------------------------|-----------------------|-----------------------|---------------------------|-----------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer | <input checked="" type="radio"/> | Non-accelerated filer | <input type="radio"/> | Smaller reporting company | <input type="radio"/> |
|-------------------------|-----------------------|-------------------|----------------------------------|-----------------------|-----------------------|---------------------------|-----------------------|

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(Do not check if a smaller reporting
company)

Emerging growth
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition
period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the
Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

NMI Holdings, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 10, 2018. On March 16, 2018, the record date for the Annual Meeting, 65,145,261 shares of the Company's common stock were outstanding and entitled to vote, of which 93% were present for purposes of establishing a quorum. At that meeting, stockholders took the following actions with respect to the proposals described in the Company's 2018 Annual Proxy Statement, filed on March 29, 2018:

1. The following directors were elected:

| | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Bradley M. Shuster | 48,371,759 | 6,512,625 | 5,707,960 |
| Michael Embler | 48,758,765 | 6,125,619 | 5,707,960 |
| James G. Jones | 48,474,216 | 6,410,168 | 5,707,960 |
| Michael Montgomery | 48,758,765 | 6,125,619 | 5,707,960 |
| Regina Muehlhauser | 54,522,503 | 361,881 | 5,707,960 |
| James H. Ozanne | 48,473,479 | 6,410,905 | 5,707,960 |
| Steven L. Scheid | 48,433,007 | 6,451,377 | 5,707,960 |

2. The ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 was approved by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 60,351,152 | 8,390 | 232,802 | — |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NMI Holdings, Inc.
(Registrant)

Date: May 15, 2018 By: /s/ Nicole C. Sanchez
Nicole C. Sanchez
VP, Associate General Counsel